

# **EXHIBIT B FILED UNDER SEAL**

UNITED STATES DISTRICT COURT  
FOR THE NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO DIVISION

5 WAYMO, LLC, )  
6 Plaintiff, )  
7 vs. ) No. 3:17-CV-00939  
8 UBER TECHNOLOGIES; INC.; )  
9 OTTOMOTTO, LLC; and OTTO )  
10 TRUCKING, LLC, )  
11 Defendants. )

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15           The videotaped 30(b)(6) deposition of ERIC  
16        MEYHOFER, called as a witness by the Plaintiff,  
17        pursuant to notice and the Federal Rules of Civil  
18        Procedure pertaining to the taking of depositions,  
19        taken before me, the undersigned, Rebecca L. Schnur,  
      Notary Public in and for the Commonwealth of  
      Pennsylvania, at the offices of Reed Smith, LLP,  
      225 Fifth Avenue, Pittsburgh, Pennsylvania 15222,  
      commencing at 9:20 a.m. on FRIDAY, AUGUST 18, 2017.

24 Job No. 2681788B  
25 Pages 1 - 259

1 (Whereupon, Deposition Exhibit 877 was marked 09:22:46

2 for identification.) 09:22:46

3 Q. Okay. So I've placed in front of you two 09:22:46

4 documents, two exhibits, Exhibit 876, which is Waymo's 09:22:50

5 30(b)(6) notice to Uber -- 09:22:54

6 A. Uh-huh. 09:22:57

7 Q. -- then an e-mail dated August 7 (sic), that 09:22:57

8 is marked as Exhibit 877. 09:22:59

9 Do you see that? 09:23:01

10 A. Yes, I do. 09:23:03

11 Q. Why don't we start actually with Exhibit 877. 09:23:04

12 Do you see your name listed? 09:23:08

13 A. Yes, I do. 09:23:09

14 Q. And it lists topics 1, 2, 3, 9, and 10. Do 09:23:10

15 you see that? 09:23:14

16 A. I see that. 09:23:14

17 Q. So if we can turn to Exhibit 876 and we can 09:23:15

18 go to the section of the document starting on page 6, 09:23:21

19 entitled "Deposition Topics" -- let me know when you're 09:23:24

20 there. 09:23:28

21 A. I'm there. 09:23:29

22 Q. Mr. Meyhofer, are you prepared to testify on 09:23:30

23 behalf of defendants Uber and Otto on behalf of -- for 09:23:33

24 topic number 1? 09:23:37

25 A. Yes, I am. 09:23:41

1 Q. You hesitated. Are you not sure? 09:23:44  
2 A. Well, Uber and Otto, I'm just -- I was just 09:23:45  
3 clarifying that I'm going to -- representing them both 09:23:48  
4 because I thought we said earlier this was Uber, and 09:23:51  
5 then this says Uber and Otto, but, yes. 09:23:53  
6 Q. Okay. All right. So to reiterate, you are 09:23:56  
7 prepared to testify on behalf of Uber and Otto with 09:24:01  
8 regard to topic number 1? 09:24:04  
9 A. Yes. 09:24:05  
10 MR. HUME: If you could, just give me a 09:24:06  
11 moment to object to each question. 09:24:07  
12 When you say "Otto," are you referring to -- 09:24:09  
13 I think it's a little unclear the way that -- I 09:24:13  
14 mean, Uber now owns Ottomotto. 09:24:14  
15 Q. Yeah. So if you look at the front of 09:24:19  
16 Exhibit 876, you see it says it's Rule 30(b) (6) Notice 09:24:22  
17 to Uber and Ottomotto. That's what I'm referring to. 09:24:24  
18 A. Uh-huh. 09:24:29  
19 Q. So if we can go to number 2, Mr. Meyhofer, 09:24:33  
20 are you prepared to testify on behalf of the company 09:24:41  
21 with regard to topic number 2 in Waymo's 30(b) (6) 09:24:43  
22 notice? 09:24:47  
23 A. Yes, I am. 09:24:48  
24 Q. And this means you are prepared to testify on 09:24:49  
25 behalf of Uber on the state and status of Uber's lidar 09:24:52

1 development for autonomous vehicles before 09:24:58  
2 January 2016. Is that correct? 09:24:59  
3 MR. HUME: I'm going to object to that 09:25:01  
4 question. We have objections to this and stated, 09:25:02  
5 I mean, a little more precisely what we were going 09:25:04  
6 to produce Mr. Meyhofer to talk about, which is 09:25:09  
7 development of Uber's lidar between January 2015 09:25:12  
8 and January 2016. 09:25:17  
9 Q. With that clarification from your counsel, 09:25:19  
10 can you answer my question, please. 09:25:23  
11 A. Yes, I am prepared. 09:25:25  
12 Q. And the same for topic number 1, are you 09:25:28  
13 prepared to testify on behalf of defendants Uber and 09:25:31  
14 Ottomotto with regard to Anthony Levandowski's 09:25:35  
15 involvement in the development of lidar on behalf of 09:25:39  
16 Uber and Ottomotto? 09:25:42  
17 A. Yes, I am. 09:25:44  
18 Q. Topic number 3, you see that one? 09:25:47  
19 A. Uh-huh. 09:25:50  
20 Q. Are you prepared to testify on behalf of Uber 09:25:51  
21 and Ottomotto for topic number 3? 09:25:53  
22 A. I am. 09:25:56  
23 Q. All right. We can go to topic number 9. Are 09:26:01  
24 you prepared to testify on behalf of Uber and Otto with 09:26:05  
25 regard to topic number 9? 09:26:08

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1	A. I am.	09:26:09
2	Q. Are you prepared to testify on behalf of Uber	09:26:10
3	and Ottomotto with regard to topic number 10?	09:26:12
4	A. I am.	09:26:16
5	Q. Now, why don't we start with topic number 9.	09:26:23
6	What did you do to prepare to testify on behalf of the	09:26:26
7	company for topic number 9?	09:26:31
8	A. I requested from counsel a few documents that	09:26:36
9	are in this folder and I believe you've been provided.	09:26:39
10	I spoke with Julie Rice Pankow who is the finance	09:26:43
11	person who would be most prepared to gather this sort	09:26:55
12	of information.	09:26:57
13	Q. Anything else?	09:27:02
14	A. Reviewed the documents, and then there was	09:27:04
15	also a spreadsheet that -- or a couple of spreadsheets	09:27:06
16	that were e-mailed over, that I reviewed as well.	09:27:11
17	Q. That counsel for Waymo e-mailed over?	09:27:15
18	A. No. They were prepared by Julie.	09:27:19
19	Q. Anything else?	09:27:27
20	A. (No verbal response.)	09:27:29
21	Q. Sorry. You have to give audible answers.	09:27:30
22	A. I don't believe so, no.	09:27:33
23	Q. Before we go any further, what is your	09:27:36
24	current title?	09:27:39
25	A. I'm the head of the Advanced Technologies	09:27:40

1 Group. 09:27:44

2 Q. Generally, what does being the head of Uber's 09:27:44

3 Advanced Technologies Group entail? 09:27:48

4 A. So ATG is a pretty large entity. It's about 09:27:51

5 [REDACTED] people fully devoted to developing autonomous 09:27:58

6 ride-sharing technology. And as the head of that, I'm 09:28:03

7 responsible for multiple offices and the technology 09:28:08

8 that we develop. So that responsibility includes or 09:28:13

9 focuses on building these teams, as the type of growth 09:28:19

10 that we're in; enabling the teams, giving them the 09:28:22

11 tools and resources that they need to perform; making 09:28:26

12 sure that we have well-defined objectives, and making 09:28:30

13 sure that we're meeting the objectives or have plans to 09:28:36

14 meet the objectives; communicating those very well with 09:28:39

15 the team, inspiring them, keeping them in a state of 09:28:42

16 excitement and energy about the mission that we're on. 09:28:51

17 And the reason for that is, we do this with as much of 09:28:54

18 ourselves as we can, so we need to really enjoy it. 09:29:02

19 You get more from people that way. 09:29:05

20 And I think it's really important that we 09:29:06

21 understand that, as the head -- I have [REDACTED] people so, 09:29:09

22 I need to build strong teams directly beneath me and 09:29:14

23 ensure that they have strong teams directly beneath 09:29:18

24 them, and maintain skip-level communication and 09:29:21

25 maintain solid communication with the entire org. 09:29:27

1 Q. What do you mean by "skip-level 09:29:30  
2 communication"? 09:29:32

3 A. I'm sorry. Skip level -- two rings. So my 09:29:32  
4 first ring would be my direct. My second ring would be 09:29:35  
5 their directs. So keeping -- keeping tabs on the 09:29:39  
6 leadership qualities that they have, making sure they 09:29:47  
7 have the training that they need and that their careers 09:29:50  
8 are growing in a way that matters so that they can 09:29:54  
9 build this technology. 09:29:57

10 So it's important -- I don't -- as head, you 09:29:59  
11 don't -- my responsibility is to build the team to 09:30:02  
12 build the product. 09:30:05

13 Q. And you said "I don't" or "you don't," 09:30:09  
14 meaning -- 09:30:10

15 A. I'm not responsible for -- I can't -- this 09:30:11  
16 isn't a 20-person effort, and so I can't build a team 09:30:15  
17 of 20 people and be intimate with everything they do 09:30:18  
18 every day, so I have to build a team of people that can 09:30:22  
19 build a team of people and cascade. 09:30:26

20 Q. Okay. Turning back -- well, actually, before 09:30:36  
21 we do that, so I take it from your answer that means 09:30:40  
22 that you are not involved in the day-to-day engineering 09:30:43  
23 of the project? 09:30:47

24 A. It depends on which project, but, typically, 09:30:48  
25 it isn't like that. 09:30:51

1 Q. And you said, "it depends." What projects 09:30:52  
2 are you involved with the day-to-day engineering? 09:30:54  
3 A. I'm not involved in the day-to-day 09:30:57  
4 engineering of any project, but on a particular day, I 09:30:59  
5 may be involved in engineering aspects of the project. 09:31:02  
6 But it isn't -- it isn't the thing that I get to do as 09:31:05  
7 much as I would like. 09:31:09  
8 Q. Sometimes you have to make sure that -- the 09:31:10  
9 right number of showers in the bathroom, for example? 09:31:13  
10 A. That's a thing, for real. 09:31:15  
11 Q. For the bike commuters? 09:31:18  
12 A. Yep. It's actually a law. 09:31:19  
13 Q. Let's go back to topic number 9. 09:31:23  
14 And before we do that, I want to go to topic 09:31:28  
15 number 10. What did you do for topic -- to prepare to 09:31:31  
16 testify on behalf of the company for topic number 10? 09:31:35  
17 A. Okay. I had a phone call with Brian 09:31:41  
18 Cullinane, who is our head of product. 09:31:46  
19 Q. How do you spell his last name? 09:31:51  
20 A. C-u-l-l-i-n-a-n-e. 09:31:52  
21 I also spoke with Brian Zajac, who is our 09:31:58  
22 head of hardware. Z-a-j-a-c. 09:32:04  
23 Q. Anything else? 09:32:12  
24 A. No. 09:32:13  
25 Q. What did Mr. Cullinane -- 09:32:14

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1 A. Cullinane. 09:32:18

2 Q. -- Cullinane -- what did you and he speak 09:32:19

3 about? 09:32:22

4 A. [REDACTED] 09:32:23

5 [REDACTED] 09:32:27

6 Q. Anything else? 09:32:29

7 A. [REDACTED]

[REDACTED] 09:32:43

9 He and I work together on many things that 09:32:50

10 revolve around building the best team dynamic we can. 09:32:56

11 So my direct team, which he is a part of -- Brian Zajac 09:32:59

12 is a part of -- the kind of chemistry and synergy 09:33:06

13 between that team is very important because that's my 09:33:12

14 entire front. That's my front end of the organization. 09:33:15

15 So they touch the next ten people, and so that's where 09:33:18

16 the force multiplication occurs. 09:33:22

17 So how we perform as a team, as a directs 09:33:25

18 team, is really important, so we spend a lot of time on 09:33:28

19 that. So we talked about that as well. 09:33:31

20 Q. In preparation to testify on behalf of the 09:33:33

21 company -- 09:33:35

22 A. No. 09:33:35

23 Q. -- with regard to the topic? 09:33:36

24 A. I'm sorry. 09:33:37

25 Q. Yeah. So let me focus you a little bit more. 09:33:38

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1 My question was: What did you and Mr. Cullinane speak 09:33:40  
2 about in preparation to testify on topic number 10 on 09:33:44  
3 behalf of Uber and Ottomotto? 09:33:49

4 A. So we talked about the fact that -- [REDACTED]

[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED] 09:34:43

18 [REDACTED] is a very, very tall mountain, and it's a 09:34:47  
19 mountain that no one has ever climbed before. And for 09:34:53  
20 us to climb that mountain and go and look at it, it's 09:34:58  
21 overwhelming. So what we have to do is build base 09:35:02  
22 camps as we go up this mountain. These base camps are 09:35:06  
23 things that we use to describe to the team that are 09:35:10  
24 motivational and their digestible; they're bits that 09:35:12  
25 they can understand how to get to. It takes away some 09:35:16

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1 of the overwhelming feeling of what we're doing. 09:35:20  
2 The vision to the top of that mountain is my 09:35:22  
3 responsibility and my leads' responsibilities, and 09:35:25  
4 deriving the location or descriptions of these base 09:35:27  
5 camps are what Cullinane and I work on. And that's 09:35:32  
6 [REDACTED]  
7 [REDACTED]  
8 [REDACTED]  
9 [REDACTED]  
10 Q. When is Uber planning to commercialize the 09:35:48  
11 autonomous vehicles? 09:35:52  
12 A. [REDACTED]  
13 [REDACTED]  
14 [REDACTED]  
15 [REDACTED]  
16 [REDACTED]  
17 [REDACTED]  
18 [REDACTED]  
19 [REDACTED]  
20 [REDACTED] 09:36:28  
21 Q. [REDACTED]  
22 [REDACTED] ? 09:36:36  
23 MR. HUME: Objection to the form. 09:36:38  
24  
25

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1 A. [REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED] 09:37:08  
7 MR. HUME: Objection to the form. 09:37:11  
8 Just give me a moment to object each time. 09:37:12  
9 [REDACTED]  
[REDACTED] 09:38:13

1

09:39:32

Page 19



1 Q. [REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED] 10:01:46  
7 Q. Are you aware of any analysis on the size of 10:01:50  
8 the autonomous vehicle market within Uber? 10:01:55  
9 A. I believe our data analytics team or our 10:01:58  
10 strategy team does work in that area. I did not do any 10:02:03  
11 work with them to prepare for this. 10:02:06  
12 Q. I want to talk about the state of Uber's 10:02:11  
13 autonomous vehicle technology as of today. Is that all 10:02:14  
14 right? 10:02:17  
15 A. Okay. 10:02:17  
16 [REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED] 10:02:54

1 developing in-house lidar. Right? 10:17:38  
2 A. That's correct. 10:17:40  
3 Q. And you prepared to testify on that topic. 10:17:41  
4 Right? 10:17:43  
5 A. Uh-huh. That's correct. 10:17:44  
6 Q. Can you give me a number? How much has Uber 10:17:45  
7 and Otto vested in developing in-house lidar? 10:17:47  
8 A. Not at this time. 10:17:51  
9 Q. Would you agree that a substantial portion of 10:17:51  
10 the Otto acquisition was to develop in-house lidar? 10:17:55  
11 MR. HUME: Objection to the form and outside 10:18:01  
12 the scope. 10:18:02  
13 A. Would I agree that a substantial portion of 10:18:13  
14 the investment in Otto was to develop in-house lidar? 10:18:14  
15 I would not agree to that. 10:18:18  
16 I would say that the team that Otto had was 10:18:20  
17 important in our development and our continued 10:18:31  
18 development of our in-house lidar, and that the market 10:18:35  
19 size of freight and trucking is very substantial. And 10:18:39  
20 I don't know how I could compare -- it's an unknown 10:18:45  
21 market, and it's an unknown value of that lidar. I 10:18:49  
22 don't know how to compare them. 10:18:53  
23 Q. Have you ever heard of Otto referred to as a 10:18:56  
24 LaserCo? 10:19:01  
25 A. I have not heard that. 10:19:04

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1 Schneider's team. 11:07:23

2 Q. You're not prepared to testify regarding the 11:07:25

3 content of Exhibit 882 today. Is that fair? 11:07:27

4 MR. HUME: Objection. He hasn't reviewed the 11:07:30

5 whole document. 11:07:32

6 A. I am happy to read through the doc and give 11:07:33

7 you my understanding of what questions you have about 11:07:35

8 it. 11:07:37

9 Q. Did you review this document in preparation 11:07:38

10 for your testimony today? 11:07:39

11 A. No, I did not. 11:07:41

12 Q. Okay. The date of this document is May 20, 11:07:42

13 2016. Right? 11:07:50

14 A. That's correct. 11:07:54

15 Q. This was after Uber decided to buy Otto. 11:07:55

16 Correct? 11:07:59

17 A. That is correct. 11:08:02

18 Q. Now, let's go to page ending in 572. So the 11:08:03

19 page here ending in 572 of Exhibit 882, it refers to 11:08:25

20 some information from November 2015. Correct? 11:08:31

21 A. Yes. That's correct. 11:08:43

22 Q. So these were Uber's estimates from a time 11:08:45

23 period before it acquired Otto. Right? 11:08:48

24 You're on page 572? 11:08:51

25 A. That's correct. 11:08:55

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1 before? 11:15:20

2 A. Nope. I have not. 11:15:21

3 Q. So it's fair to say that you did not review 11:15:23

4 the content of Exhibit 883 to prepare to testify on 11:15:25

5 behalf of the company today? 11:15:28

6 A. That's correct. 11:15:30

7 Q. All right. So I want to contrast -- compare 11:15:31

8 and contrast Exhibit 883 to Exhibit 882. 11:15:35

9 Do you see Exhibit 882 is dated May 20, 2016? 11:15:39

10 A. Uh-huh. 11:15:43

11 Q. And Exhibit 883 also, [REDACTED] is 11:15:44

12 dated September 13, 2016? 11:15:48

13 A. I do. 11:15:51

14 Q. So this is a few months later, same project. 11:15:52

15 Is that fair? 11:15:58

16 A. That's -- yes. 11:15:59

17 Q. Okay. If you can turn to the page ending in 11:16:00

18 490 -- 11:16:11

19 A. Got it. 11:16:12

20 Q. -- the executive summary -- 11:16:13

21 A. Uh-huh. 11:16:15

22 Q. -- you see where it says, "Results"? 11:16:16

23 A. Uh-huh. 11:16:23

24 [REDACTED] 11:16:29

[REDACTED]

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1 [REDACTED]

2 [REDACTED] 11:23:52

3 Q. I want to ask a more specific question. I 11:23:54

4 want to ask questions about this page and where the 11:23:56

5 numbers come from on this page ending in 512 on page -- 11:23:59

6 Exhibit 883. 11:24:04

7 Are you prepared to explain the numbers on 11:24:05

8 this page? 11:24:06

9 A. I would need to have Jeff Schneider here to 11:24:07

10 do that accurately. 11:24:09

11 Q. So "no"? 11:24:10

12 A. Correct. 11:24:11

13 MR. JAFFE: All right. This is going to be 11:24:20

14 Exhibit 884. This is UBER231748. The first page 11:24:27

15 says [REDACTED] 11:24:40

16 (Whereupon, Deposition Exhibit 884 was marked 11:24:53

17 for identification.) 11:24:53

18 Q. Mr. Meyhofer, have you seen Exhibit 884 11:24:59

19 before just when I handed it to you right now? 11:25:02

20 A. No, I have not. 11:25:04

21 Q. Okay. Do you know if this presentation is 11:25:06

22 referring to Ottomotto or Otto Trucking? 11:25:08

23 A. I do not know which of the two it refers to. 11:25:14

24 I would assume it's one of them, because it 11:25:17

25 has "Freight" and "Trucking" on the page. 11:25:18

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1 Q. So if you would just want to take a second to 11:25:21  
2 look through the different pages, my question is: Are 11:25:23  
3 you prepared to testify regarding the numbers in this 11:25:27  
4 document on behalf of the company? 11:25:30

5 A. No, I'm not. 11:25:32

6 Q. So you can't explain where any of these 11:25:33  
7 numbers came from or what they mean, sitting here 11:25:35  
8 today? 11:25:38

9 A. No. I'm sure it came from the finance team. 11:25:38  
10 I can't explain them in detail, no. 11:25:40

11 Q. For example, if you go to the page ending in 11:25:44  
12 750 -- 11:25:47

13 A. Yes. 11:25:48

14 Q. -- do you see where it refers to a "Base 11:25:49  
15 Case," on the top? 11:25:51

16 A. Yes. Yes. Yes. Yes. Yes. 11:25:55

17 Q. What are the assumptions that underlie the 11:25:57  
18 base case model, for example? 11:26:00

19 A. I don't know. 11:26:02

20 Q. And similarly, if we go to the next page, you 11:26:09  
21 see there is a "Conservative Case." 11:26:12

22 What are the assumptions that underlie the 11:26:16  
23 conservative case? 11:26:18

24 A. I don't know. 11:26:24

25 Q. And if you look -- let's go back to the base 11:26:30

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1 summary without them having the ability to actually say 11:34:46  
2 who's working on what. This is the best data they 11:34:51  
3 could probably come up with at the time. 11:34:54  
4 Q. I want to be a little more pointed about 11:34:56  
5 this. You're assuming. I don't want you to assume. 11:34:59  
6 If you don't know, that's okay, but I just 11:35:01  
7 want to know: Does this include only people working on 11:35:04  
8 lidar? 11:35:09  
9 A. I don't -- 11:35:09  
10 MR. HUME: Objection. Sorry. Objection to 11:35:10  
11 the form. 11:35:15  
12 A. I don't know that. 11:35:15  
13 Q. Does this include cost information for the 11:35:17  
14 entire ATG group? 11:35:19  
15 A. I don't know that. 11:35:21  
16 Q. Does this exclude people working on the 11:35:23  
17 supply chain? 11:35:25  
18 A. I don't know that. 11:35:28  
19 Q. Does this include or exclude people working 11:35:30  
20 in operations? 11:35:32  
21 A. I don't know that. 11:35:34  
22 Q. Does this include salary information for 11:35:36  
23 temps, vendors, and contractors? 11:35:40  
24 A. It appears to include some of that. 11:35:42  
25 Q. Does it include all of it? 11:35:45

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1	MR. HUME: Objection to form.	11:40:26
2	A. I reviewed only 878.	11:40:36
3	Q. Okay. So you didn't review and prepare to	11:40:39
4	testify regarding the third and fourth supplemental	11:40:43
5	responses to Uber's interrogatory number 3. Is that	11:40:46
6	fair?	11:40:50
7	A. That's fair.	11:40:51
8	Q. Even so, I want to try to plod along as best	11:40:55
9	we can here. So if you look at page 18 of Exhibit 885,	11:41:00
10	do you see that it cites UBER232454?	11:41:06
11	A. Yes.	11:41:14
12	Q. And then, it says that that document relates	11:41:15
13	to costs incurred by Ottomotto before the acquisition	11:41:18
14	by Uber.	11:41:23
15	Do you see that?	11:41:24
16	A. Yes.	11:41:25
17	Q. Do you agree that the spreadsheet UBER232454	11:41:26
18	represents the costs incurred by Ottomotto before the	11:41:32
19	acquisition by Uber?	11:41:35
20	A. I agree that it relates to the costs incurred	11:41:37
21	by Ottomotto before the acquisition of Uber.	11:41:39
22	Q. Does it represent the costs, or no?	11:41:42
23	A. I believe that it represents some of the	11:41:45
24	costs. I can't attest to whether or not it represents	11:41:47
25	all of the costs. It's 41,000 lines.	11:41:51

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1 Q. Well, looking at this spreadsheet 232454 11:41:57  
2 that's loaded up on the computer in front of you, how 11:42:01  
3 would one figure out the total amount of costs incurred 11:42:05  
4 by Ottomotto before its acquisition by Uber? 11:42:06  
  
5 A. I don't know that it would do this with only 11:42:10  
6 this spreadsheet. 11:42:13  
  
7 We don't have the accounting required to 11:42:14  
8 accurately answer these kinds of questions. We'd need 11:42:16  
9 an expert to come in and go through this with us. 11:42:18  
  
10 Q. So you can't tell me, sitting here today, how 11:42:20  
11 to figure out the total amount of costs incurred by 11:42:23  
12 Otto before its acquisition by Uber? 11:42:26  
  
13 A. Not with this one spreadsheet, no. 11:42:29  
  
14 Q. If you summed column AV, entered "net 11:42:31  
15 amount," what would that sum give you? 11:42:34  
  
16 A. AV sum amount -- 11:42:41  
  
17 Q. And I'm not asking you to do the summation. 11:42:54  
  
18 I'm asking: What would the summation -- what 11:42:56  
19 would that represent? What would that number 11:42:59  
20 represent? 11:43:00  
  
21 A. It would represent -- it looks like a dump 11:43:01  
22 from Oracle or from QuickBooks, all of the information 11:43:03  
23 summarized in the query to that piece of software at 11:43:08  
24 the time. 11:43:13  
  
25 Q. Right. What would that number mean? 11:43:14

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1 A. It wouldn't mean much to me. It would mean 11:43:16  
2 they tried to come up with all of the costs, and this 11:43:18  
3 is the data they have. 11:43:21  
4 Q. Would that be the total amount of costs 11:43:25  
5 incurred by Otto before its acquisition by Uber? 11:43:26  
6 A. I do not think so. 11:43:30  
7 Q. Okay. 11:43:32  
8 A. I think that it would be a part of those 11:43:32  
9 costs and would need to be looked at in detail by 11:43:34  
10 experts. 11:43:38  
11 Q. And if you look at column N, there's a 11:43:41  
12 [REDACTED] column. 11:43:44  
13 A. Yes. 11:43:48  
14 [REDACTED]  
[REDACTED]  
[REDACTED] 11:43:57  
17 A. I don't know. 11:44:00  
18 Q. All right. If you look at column P -- 11:44:01  
19 A. Yes. 11:44:05  
20 Q. -- there's [REDACTED] 11:44:06  
21 [REDACTED]  
[REDACTED] 11:44:14  
23 A. I don't know -- 11:44:20  
24 MR. HUME: Objection as beyond the scope. 11:44:20  
25 A. I don't know that these are accurate. I 11:44:22

1	MR. JAFFE: Okay. Why don't we take our next	11:49:15
2	break.	11:49:23
3	MR. HUME: Okay.	11:49:24
4	THE VIDEOGRAPHER: This ends media number 2.	11:49:25
5	Going off the record, the time is 11:49 a.m.	11:49:27
6	(Recess taken.)	12:12:49
7	THE VIDEOGRAPHER: This begins media	12:13:06
8	number 3. We are on the record. The time is	12:13:07
9	12:12 p.m.	12:13:10
10	BY MR. JAFFE:	12:13:11
11	Q. Welcome back, Mr. Meyhofer.	12:13:11
12	A. Thank you.	12:13:13
13	Q. Just to -- we were talking about two	12:13:15
14	spreadsheets that are loaded up on this laptop. One is	12:13:17
15	224219. The other is 232454. And as, I think, we	12:13:20
16	talked about before, you can't, sitting here today,	12:13:26
17	tell me what all the information in those means and	12:13:30
18	where -- the accuracy of the data in there.	12:13:32
19	Is that fair?	12:13:34
20	A. That is correct.	12:13:35
21	Q. So my question is: Who would know the answer	12:13:35
22	to those questions?	12:13:38
23	A. So I would -- I would work with Julie Pankow	12:13:40
24	and Brent Schwarz. They're the two most knowledgeable	12:13:45
25	finance people at ATG. And I would question the method	12:13:50

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1	with which they pulled this data, how they categorized	12:13:56
2	it, and why they used that data.	12:14:01
3	Q. And those conversations -- you didn't have	12:14:03
4	those conversations in preparation for your testimony	12:14:05
5	today?	12:14:07
6	A. I had a conversation with Julie about the	12:14:08
7	difficulty of us producing all of this data, given that	12:14:10
8	we don't have this sort of tracking in place, but I	12:14:14
9	didn't talk with her specifically about this	12:14:18
10	spreadsheet.	12:14:20
11	Q. About either of the spreadsheets?	12:14:22
12	A. Correct.	12:14:23
13	Q. So you didn't walk with Mr. Schwarz or	12:14:24
14	Ms. Pankow about how the data in these two spreadsheets	12:14:27
15	was generated, its accuracy, or any of those kinds of	12:14:32
16	topics?	12:14:35
17	A. That is correct. I did not talk to either of	12:14:36
18	them about the data in these spreadsheets.	12:14:38
19	Q. Okay. And if you wanted to get more	12:14:40
20	information, those would be the two people you would	12:14:42
21	ask?	12:14:44
22	A. Oh, yes.	12:14:45
23	Q. Was getting a custom lidar a motivating	12:14:57
24	factor in the decision to acquire Otto?	12:15:00
25	MR. HUME: Objection.	12:15:03

1 Q. I was going to read the topics. Sorry. I 13:04:31  
2 realize now -- that makes sense. 13:04:33  
3 You are designated to testify regarding topic 13:04:36  
4 number 1 regarding Mr. Levandowski's development of 13:04:38  
5 lidar? 13:04:40  
6 A. Yes. 13:04:41  
7 Q. What did you do to -- 13:04:43  
8 MR. HUME: I think -- just for the record, I 13:04:44  
9 think he's designated only for Uber, I think. 13:04:44  
10 Q. What are -- 13:04:50  
11 MR. JAFFE: He's only designated -- I'm 13:04:50  
12 sorry. What did you say? 13:04:52  
13 MR. HUME: I think he's designated for 13:04:52  
14 Levandowski's involvement in the development at 13:04:55  
15 lidar at Uber, on behalf of Uber. I don't know 13:05:01  
16 that he can speak to what happened at Ottomotto. 13:05:03  
17 MR. JAFFE: So the designation did not say 13:05:08  
18 that. 13:05:11  
19 MR. HUME: I'll check on a break. Why don't 13:05:12  
20 you ask him questions. We'll see if we have an 13:05:13  
21 Ottomotto designee separately. Maybe not. 13:05:17  
22 Q. Okay. Mr. Levandowski [sic], what did you 13:05:19  
23 do to prepare -- not -- you are not Mr. Levandowski. 13:05:23  
24 What did you do to prepare to testify about 13:05:25  
25 Mr. Levandowski's development or contributions to 13:05:28

1 lidar? 13:05:32

2 A. Again, I talked with Scott and James. 13:05:40

3 Q. Anything else? 13:05:56

4 A. No, I mean, unless you want to count Brian, 13:05:57

5 but -- 13:05:59

6 Q. Did you review any documents to prepare to 13:06:00

7 testify regarding topic number 1? 13:06:02

8 A. This is lidar work between -- just period, 13:06:11

9 total, of Anthony? 13:06:14

10 Q. Yeah. That's what topic number 1 says. 13:06:18

11 A. Aside from working closely with him the whole 13:06:21

12 time and talking with James and Scott, that's all I 13:06:24

13 did. 13:06:29

14 Q. So in preparing for your testimony on behalf 13:06:32

15 of at least Uber, you didn't review any documents? 13:06:34

16 A. I don't remember if the documents I reviewed 13:06:50

17 were about topic 1 or were in search for other 13:06:52

18 documents, but no, I don't remember specifically 13:06:57

19 reviewing documents about this topic. 13:06:58

20 Q. What did you and Mr. Boehmke discuss with 13:07:06

21 regard to topic number 1? 13:07:09

22 A. [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED] -- and whether or not he -- when he started to 13:07:31

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1 communicate with the NewCo consulting company, I wasn't 13:07:54  
2 clear on. That's what I recall. 13:08:03  
3 Q. What else -- so what did he tell you? 13:08:16  
4 A. That the [REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]d -- 13:08:54  
11 Q. What does that have to do with 13:09:04  
12 Mr. Levandowski? 13:09:05  
13 A. Well, remember, Anthony Levandowski's 13:09:07  
14 involvement in lidar was very limited in that he was 13:09:10  
15 the head of ATG. 13:09:13  
16 Q. Let me -- let me back up. So I'm trying to 13:09:15  
17 get at -- topic number 1 is Mr. Levandowski's 13:09:18  
18 involvement in the development of lidar on behalf of 13:09:22  
19 Uber and Ottomotto. Right? 13:09:24  
20 A. Uh-huh. 13:09:25  
21 Q. You said one of the things that you did to 13:09:26  
22 prepare for this topic was talk to Mr. Boehmke? 13:09:28  
23 A. Uh-huh. 13:09:31  
24 Q. What did Mr. Boehmke tell you about Anthony 13:09:32  
25 Levandowski's involvement in the development of lidar? 13:09:33

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1           A. He told me specifically about his involvement           13:09:36  
2       in it, and Anthony wasn't there. Anthony's involvement           13:09:38  
3       was very limited. Anthony's involvement was                   13:09:42  
4       contributing a team.   13:09:44

5           Q. So Mr. Boehmke told you that he had no                   13:09:47  
6       conversations with --   13:09:49

7           A. No, he did not.   13:09:50

8           Q. Sorry. Let me finish.                                   13:09:52

9           Mr. Boehmke told you that he had no                           13:09:54  
10      conversations with Anthony Levandowski about lidar?           13:09:58

11           A. He told me he had lots of conversations about           13:10:00  
12      it. He was driving the spec. Scott was.                           13:10:02

13           Q. So they were talking about lidar all the                   13:10:06  
14      time?   13:10:07

15           A. They talked -- no, they weren't talking about           13:10:08  
16      lidar all the time. But they talked about various                   13:10:10  
17      suppliers, [REDACTED] you know, all the different kinds of   13:10:11  
18      people that we assessed the technology of, the [REDACTED]           13:10:15  
19      [REDACTED].   13:10:18

20           Q. So what did Mr. Boehmke tell you about                   13:10:21  
21      Anthony Levandowski's development of lidar on behalf of   13:10:24  
22      Uber or Otto?   13:10:28

23           A. Specifically, when I talked to him regarding           13:10:31  
24      this, very little. But we've been working together on           13:10:32  
25      this for the whole time.                                   13:10:35

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1                   So my preparation for this, my conversation           13:10:39  
2 with Scott was very brief about this.                                   13:10:42  
3                   Q. And then, you spoke with Mr. Haslim as well?   13:10:44  
4                   A. Uh-huh.   13:10:48  
5                   Q. What did Mr. Haslim tell you about               13:10:48  
6 Mr. Levandowski's involvement in the development of               13:10:51  
7 lidar?   13:10:53  
8                   A. That Anthony's involvement in the development   13:10:53  
9 of lidar was minimal in that he was in and out of the           13:10:56  
10 office all the time and would provide a sense of               13:11:00  
11 urgency and a cadence for getting minimum viable              13:11:05  
12 products built, that the majority of the design and              13:11:10  
13 specifics and details Anthony was not aware of.              13:11:16  
14                   Q. Was Anthony Levandowski a good engineer for   13:11:21  
15 Uber?   13:11:24  
16                   A. Anthony wasn't an engineer at Uber.           13:11:28  
17                   Q. Did he provide any engineering input at all?   13:11:31  
18                   MR. HUME: Objection as outside the scope       13:11:36  
19                   unless it's within lidar.                           13:11:37  
20                   Go ahead.   13:11:39  
21                   A. Yes, he did. He would give his, you know,   13:11:40  
22 ideas on -- hey, how can we get there faster, or is           13:11:46  
23 there a way to do that planner that was more efficient,   13:11:51  
24 or maybe consider doing this -- using this team's           13:11:54  
25 approach.   13:11:58

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1           His role isn't to get into -- it's not like           13:12:00  
2       he was doing touching CAD tools or doing, you know,           13:12:04  
3       specified design work. He was providing the           13:12:06  
4       inspiration and the motivation and the fierceness and           13:12:14  
5       trying to pull the team to go as fast as possible.           13:12:20  
  
6           His engineering was limited to -- he would,           13:12:23  
7       you know, pop in here and there and have conversations           13:12:26  
8       with people and test their approaches.                   13:12:29  
  
9       Q.     He was in charge of the lidar development           13:12:32  
10      effort. Right?   13:12:34  
  
11      A.     No.   13:12:35  
  
12      Q.     "No"?    13:12:35  
  
13      A.     No. I was in charge of the lidar development           13:12:36  
14      effort. Anthony was in charge of ATG.                   13:12:42  
  
15      MR. HUME: Are we getting close to a break?           13:13:07  
16      We've been going a little more than an hour now.           13:13:09  
  
17      MR. JAFFE: Sure, if you'd like.                           13:13:11  
  
18      THE VIDEOGRAPHER: Going off the record, the           13:13:16  
19      time is 1:12 p.m.                                   13:13:17  
  
20      (Luncheon recess taken.)                               13:56:21  
  
21      THE VIDEOGRAPHER: This begins media                   13:57:24  
22      number 4. We are on the record. The time is           13:57:25  
23      1:57 p.m.   13:57:29  
  
24      MR. JAFFE: All right. This is going to be,           13:57:30  
25      I think, 887, labeled UBER118203.                   13:57:33